

**IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF DELAWARE**

NEXSTAR MEDIA INC. (f/k/a NEXSTAR  
BROADCASTING, INC.),

Plaintiff,

v.

SPECTRUM MANAGEMENT HOLDING  
COMPANY, LLC,

Defendant.

C.A. No.

**DEFENDANT SPECTRUM MANAGEMENT HOLDING COMPANY, LLC'S  
MOTION TO FILE EXHIBIT 1 TO EXHIBIT A OF ITS NOTICE OF REMOVAL  
UNDER SEAL**

Pursuant to Federal Rule of Civil Procedure 5.2(d) and Local Rule of Civil Practice and Procedure for the United States District Court of Delaware 5.1.3, Defendant Spectrum Management Holding Company, LLC (“Defendant”) hereby moves to file Exhibit 1 to Exhibit A of its Notice of Removal under seal and in support thereof states as follows:

1. Although there is a “presumption in favor of public accessibility,” a court has the supervisory power and authority to seal documents “when justice so requires,” provided the party requesting sealing demonstrates that “the interest in secrecy outweighs the presumption” of access. *LEAP Sys., Inc. v. MoneyTrax, Inc.*, 638 F.3d 216, 221-22 (3d Cir. 2011) (citation omitted). The party moving to seal must show that “the material is the kind of information that courts will protect and that disclosure will work a clearly defined and serious injury to the party seeking closure.” *In re Avandia Mktg., Sales Pracs. & Prods. Liab. Litig.*, 924 F.3d 662, 672 (3d Cir. 2019) (citation omitted).

2. Defendant is filing concurrently herewith its Notice of Removal of the matter *Nexstar Media Inc v. Spectrum Management Holding Company, LLC* filed by Plaintiff Nexstar Media Inc. (“Plaintiff”) in the Superior Court of the State of Delaware as Case No. N21C-08-086 AML CCLD. Plaintiff’s complaint in this matter (the “Complaint”), which asserts a sole count for breach of contract, is attached to the Notice of Removal as Exhibit A. As filed in the Superior Court of the State of Delaware, the Complaint attaches as Exhibit 1 a Retransmission Consent Agreement between Plaintiff and Defendant, dated December 31, 2019.

3. The agreement attached to Plaintiff’s Complaint as Exhibit 1 sets forth the rates and other terms that govern Defendant’s distribution to its subscribers of certain television stations owned by Plaintiff or, in certain enumerated circumstances, otherwise included in the agreement. Both Defendant and Plaintiff maintain a high level of confidentiality for this information. Exhibit 1 is highly sensitive from a competitive standpoint, as both parties negotiate similar contracts with other parties. Public disclosures of the terms of Exhibit 1 could potentially result in substantial competitive harm to both Plaintiff and Defendant.

4. When Plaintiff filed the Complaint, it raised these same concerns and sought permission from the state court to file Exhibit 1 to its Complaint under seal. (*See* Ex. A to this Motion.) On August 17, 2021, the Superior Court of the State of Delaware granted Plaintiff’s motion for leave to file Exhibit 1 to the Complaint under seal. (*See* Ex. B to this Motion.) Exhibit 1 has not been made public in the Delaware state court where the Complaint was originally filed.

5. The relevant portions of Exhibit 1 are quoted in Plaintiff’s Complaint and in the Notice of Removal. Public disclosure of these limited quoted portions of Exhibit 1 will not cause harm to either Defendant or Plaintiff.

6. Accordingly, and consistent with the sealing of Exhibit 1 to Plaintiff's Complaint granted by the Superior Court of the State of Delaware, Defendant respectfully requests this Court permit Defendant to file Exhibit 1 to the Complaint under seal.

WHEREFORE, Defendant respectfully requests that the Court grant Defendant's Motion to File Exhibit 1 to Exhibit A (the Complaint) of its Notice of Removal Under Seal and enter an Order in the form attached hereto.

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Dated: September 27, 2021

/s/ Kelly E. Farnan

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